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MAR 16 2015

PER

DEPUTY CLERK

Louis N. DelRosso
1710 Monsey Avenue
Scranton, Pa. 18509
570 650-9180
LNDELRO@gmail.com

March 15, 2015

Clerk of the United States District Court
Middle District of Pennsylvania
William J. Nealon Federal Building and U S Courthouse
235 N Washington Ave
Scranton, Pa. 18503

RE: Stabilis Split Rock JV, LLC v. Vacation Charters, Ltd (VCL)
NO. 3:11-CV-1957 (J Caputo)
Objection to Final Accounting
Motion to Compel the filing of Motion

Dear Sir or Madam:

On December 22, 2014, Counsel for ROPA Associates, LLC, the former Court appointed Receiver in the above referenced matter filed the Final Report of Receiver with this Court. According to the Civil Docket for Case # 3:11-CV-1957-ARC and Order was entered into on January 15, 2015 setting 60 days from the date of the Order as the last date on which an objection could be filed to the Final Accounting

Please consider this letter as my objection to the Final Accounting.

In his cover letter which accompanied the Final Accounting, (copy attached) Atty. Dennis Talty, Counsel for ROPA Associates, LLC., wrote:

"It is my intention to file a Motion to be heard by the Court as follows:

1. Approval of the Final Report
2. Discharge of ROPA
3. Release of the Receiver Bond
4. Determination of the Receiver's responsibility for the payment of the Defendant's pre-receivership outstanding Federal Withholding Taxes.
5. Authorization to distribute funds on hand at the conclusion of the Receivership"

To my knowledge, Atty. Talty has not filed the Motion to be heard by this Court.

I am an officer of Defendant Vacation Charters, Ltd and was so prior to and during the receivership, specifically during the period of time in which the federal taxes referenced to in #4 above were incurred.

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As such, and as a result of ROPAs' failure to pay the federal taxes, the Internal Revenue Service has identified me as a potential responsible party and has advised me of their intention to pursue me personally for the payment of these taxes. At issue is \$137,000 in federal withholding taxes owed to the IRS by Vacation Charters.

Throughout the term of their engagement, ROPA continuously acknowledged their duty, obligation and responsibility to address certain Vacation Charters' obligations. This acknowledgment took the form of various actions taken and payments made by ROPA including but not limited to the following:

On May 22, 2012, ROPA acknowledged their obligation for this liability and issued their check # 3824 in the amount of \$48,106.24 payable to the IRS for the employee withholdings from this November 11, 2011 payroll. Yet ROPA intentionally failed to include the employers' portion of the liability with their payment and now the IRS is attempting to assess me for an absolute obligation of ROPA Associates.

Also, ROPA paid the Pennsylvania State Income Tax withheld associated with the 11-11-11 payroll (\$10,529.77) on August 24, 2012.

ROPA paid Sales Tax from October, 2011 to Pa Department of Revenue on August 24, 2012 in the amount of \$16,638.07

ROPA paid interest/penalties to the Pennsylvania Department of Revenue (on pre-receiver tax obligations) on September 5, 2012 in the amount of \$6,018.06

In January, 2012 ROPA paid in excess of \$16,000 to purchase extended coverage for VCL's' Directors and Officers Liability policy.

ROPA paid Atlantic Cooling \$20,000.00 on 4-11-13 Check # 005722 for pre-receiver trade payables

ROPA paid JJ Industries \$3,500.00 on 7-5-12 check # 3375 for pre-receiver trade payables

ROPA paid LA Wholesale \$5,000.00 on 6-25-13 for pre-receiver trade payables

ROPA paid Pocono Mountain Dairies \$8,000.00 on 3-25-13 Check #5717 for pre-receiver trade payables.

ROPA paid \$22,000.00 to Reger, Rizzo Darnell on 8-9-13 Check # 7402 for pre-receiver trade payables.

ROPA paid \$25,000.00 per year for three years (January, 2012, January, 2013 and January, 2014) for a pre-receiver settlement with Kidder Township.

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ROPA issued their check # 10576 dated June 6, 2014 in the amount of \$137,172.23 payable to the Internal Revenue Service as payment in full of the tax liability. This check was subsequently voided by ROPA. ROPA later issued their check #11786 dated September 16, 2014 in the amount of \$137,172.23 payable to Dennis P. Talty, Esq. Escrow Account. Atty. Talty is the legal counsel for ROPA Associates and I believe that the issuance of this check is a clear indication of their exposure for the taxes. **THESE FUNDS HELD IN ATTY. TALTY'S ESCROW ACCOUNT WERE GENERATED FROM THE ASSETS OWNED BY VACATION CHARTERS.** ROPA is now holding sufficient funds from Vacation Charters assets to pay the tax obligations.

After filing a Petition for Reassessment with the Pennsylvania Department of Revenue relating to a responsible party assessment for Pennsylvania taxes, the Pennsylvania Department of Revenue determined that I was NOT a responsible party. (See Attached Decision and Order). The Department of Revenue determined that ROPA was the responsible party for the payment of Pennsylvania Trust Fund Taxes and I believe that this Court should hold ROPA to this same position for the taxes due to the IRS

When ROPA took control of the assets of Vacation Charters there was in excess of \$1 million in cash on deposit at various banking institutions which could have and should have been used to pay the federal taxes.

Failure by ROPA Associates, LLC to file the Motion to allow the Court to hear all evidence surrounding the 5 items detailed in his letter dated December 22, 2014 harms the parties involved.

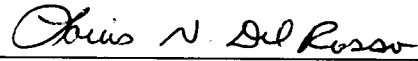
Furthermore, additional information will be provided to this Court documenting what I believe to be a questionable requirement that business relationships be created with ROPA related entities for sole purpose of creating additional revenue to ROPA Associates. Throughout the course of their engagement, the properties and employees under ROPA's control were mandated to transact business that was not beneficial to the company but rather to ROPA. Were it not for this mandate there would be additional funds generated by assets owned by Vacation Charters at the end of the engagement which could have been used to address the taxes owed to the IRS.

All funds collected by ROPA Associates throughout the term of their engagement, including the funds currently in ROPA's possession, were generated from Vacation Charters assets and as such should be utilized to address the federal tax obligation.

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Finally, I am respectfully requesting this Court to Compel ROPA Associates, LLC to file the Motion to be heard by the Court regarding the five (5) items detailed in Atty. Talty's December 22, 2014 letter to this Court. Upon hearing this Motion, I am requesting that based on the above, that this Court direct ROPA to use the funds in their possession, which were generated by the assets of Vacation Charters, to pay the taxes due by Vacation Charters to the IRS.

Under penalties of perjury, I declare that I have examined the facts presented in this statement and any accompanying information, and to the best of my knowledge and belief, they are true, correct and complete.

A handwritten signature in cursive script, reading "Louis N. DelRosso", is positioned above a horizontal line.

Louis N. DelRosso

Hand Deliver to the Clerk of the United States Middle District Court
Emailed to Atty. Dennis Talty

Dennis P. Talty Esquire & Associates LLP

1628 JFK BLVD, SUITE 2300
PHILADELPHIA, PA 19103
P: 215-972-2222 | F: 215-972-2289
law@talty-law.net

DENNIS P. TALTY *
ASHLEY H. KAZMAN **

* Admitted in PA and NJ
** Admitted in FL

~~CONFIDENTIAL~~

VIA FEDERAL EXPRESS

Clerk of the United States District Court
Middle District of Pennsylvania
William J. Nealon Federal Building & U. S. Courthouse
235 N. Washington Avenue
Scranton, PA 18503

**RE: Stabilis Split Rock JV, LLC v. Vacation Charters, LTD
No. 3:11-CV-1957 (Caputo, J.)**

Dear Sir or Madam:

This office represents the former Receiver, ROPA Associates LLC in the above matter. ROPA was appointed Receiver by Court Order dated November 9, 2011 and substituted for by Stipulated Order submitted to the Court on October 31, 2014.

Pursuant to the Stipulated Order, enclosed for filing is the Final Report of Receiver ROPA Associates covering the period of its Receivership from November 9, 2011 through and including October 31, 2014.

Please kindly file the enclosed and return a copy of the Final Report Cover Sheet time stamped and marked "Filed".

I am also enclosing for filing a Certificate of Service of copies of the Final Report.

It is my intention to file a Motion to be heard by the Court as follows:

1. Approval of the Final Report;
2. Discharge of ROPA;
3. Release of the Receiver Bond;
4. Determination of Receiver's responsibility for the payment of the Defendant's pre-receivership outstanding Federal Withholding Taxes;
5. Authorization to distribute funds on hand at conclusion of Receivership.

The Motion would be served on all required parties and an opportunity to file any objections would be afforded at that time.

Thank you.

Respectfully yours,

Dennis P. Talty, Esquire

Enclosure

cc: W/E:

Joseph Tusso, Esquire; Attorney for Plaintiff, via electronic mail
Scott Esterbrook, Esquire; Attorney for Plaintiff, via electronic mail
Vacation Charters LTD; Attention W. Jack Kalins, via regular mail
Joseph McAleer, Esquire; Attorney for Defendant Vacation Charters LTD, via electronic mail
Louis DelRosso, Officer of Vacation Charters LTD, via electronic mail
ROPA Associates LLC, via hand delivery
Boutique Real Estate Advisors, LLC; New Receiver, via electronic mail

CERTIFICATE OF SERVICE

The undersigned hereby certifies that a copy of the foregoing Final Report of Receiver has been served, as indicated below, to all parties this 22nd day of December, 2014 to the following:

Clerk of the United States District Court, Middle District of Pennsylvania
William J. Nealon Federal Building & U. S. Courthouse
235 N. Washington Avenue, Scranton, PA 18503

Attorney for Plaintiff, via electronic mail
Attention: Joseph Tusso, Esquire; joseph Tusso@stabiliscap.com

Attorney for Plaintiff, via electronic mail
Attention: Scott Esterbrook, Esquire; SEsterbrook@ReedSmith.com

Vacation Charters LTD; via regular mail
Attention: W. Jack Kalins; 100 Moseywood Road, Lake Harmony, PA 18624

Attorney for Defendant Vacation Charters LTD, via electronic mail
Attention: Joseph McAleer, Esquire; jmcaleer@pa.metrocast.net

Officer of Vacation Charters LTD, via electronic mail
Attention: Louis DelRosso; louis.delrosso@splitrockresort.com

ROPA Associates LLC, via hand delivery
1628 JFK Blvd, Ste 2300, Philadelphia, PA 19103

Boutique Real Estate Advisors, LLC, via electronic mail
Attention: Jay M. Digiulio; jdigiulio@boutiqueclub.com

ROPA ASSOCIATES LLC, Receiver

By: 

Matthew Pica, Member
1628 JFK Blvd - STE 2300
Philadelphia, PA 19103
215-972-2222

IN THE UNITED STATES DISTRICT COURT
MIDDLE DISTRICT OF PENNSYLVANIA

TEXTRON FINANCIAL CORPORATION

Plaintiff,

vs.

CASE NO. 3:11-cv-1957

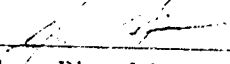
VACATION CHARTERS, LTD.,

Defendant.

FINAL REPORT OF RECEIVER

ROPA ASSOCIATES, LLC, (the "Receiver") having been appointed by this Court as the Receiver of the real property situated in the County of Carbon, State of Pennsylvania, at 100 Moseywood Road, Lake Harmony, PA 18624 on November 9, 2011, pursuant to the terms and conditions of the original Order Appointing Receiver, Consent Motion and Order to Discharge Receiver, submits its Final Written Report as Exhibit "A", under oath, setting forth receipts and disbursements and reporting all acts and transactions regarding the execution of the trust of its office as Receiver, including a current inventory of the funds, assets and property remaining in the receivership, all interest in and claims against the same, and all debts and obligations contracted and expenditures made.

ROPA Associates LLC, Receiver

By: 
Matthew Pica, Member
1628 JFK Blvd - STE 2300
Philadelphia, PA 19103
215-972-2222



LOUIS DELROSSO
1710 MONSEY AVE
SCRANTON, PA 18509

IN RE PETITION OF:

LOUIS DELROSSO

DOCKET NO.: 1218671
TAX TYPE: Responsible Party
APPEAL TYPE: Reassessment
ACCOUNT NO.: XXXXX6179
ASSESSMENT NO.: 01522404
TAX PERIOD: 10/1/2011 to
12/31/2011
APPEAL FILED: 9/4/2012
EXAMINER: BRYAN M. RONDON
Direct Dial: (717) 783-7906
Fax: (717) 787-7270
brondon@pa.gov
MAILING DATE: December 11, 2012

DECISION AND ORDER

Petitioner, LOUIS DELROSSO, was issued Assessment Number 01522404 on 6/6/2012, in the total amount of \$41,009.97.

The Petitioner was assessed individually, as Treasurer and Responsible Party of Vacation Charters Ltd. relative to employer withholding tax and sales tax for the period from 10/1/2011 to 12/31/2011. The Petitioner was assessed for an employer withholding tax deficiency of \$10,529.77 in addition to penalty and interest charges of \$4,211.91 and \$196.17 respectively. In addition, Petitioner was assessed for sales tax collected but not remitted of \$16,638.07 plus penalty and interest charges of \$9,150.27 and \$283.78 respectively.

The Petitioner states he was not a responsible party as reflected on the affidavit of Petitioner. As of November 9, 2011, ROPA Associates LLC, the "Receiver", took possession of Vacation Charters Ltd to manage and control the assets. As early as November 11, 2011, the management of Vacation Charters Ltd. brought to the attention of the Receiver the existence of tax obligations against the company. Petitioner states, the Receiver has recently paid the majority of the taxes, interest and penalties assessed. This payment is a clear indication that the Receiver is the true responsible party and any and all assessment should be addressed to them.

In reviewing this account, the Board confirms that the underlying tax liability plus interest and penalties for the tax periods 10/01/2011 to 12/31/2011 has been paid in full as of September 2012.

Based upon the evidence submitted, the Board is sufficiently satisfied that Louis DelRosso is not a Responsible Party for Vacation Charters Ltd. trust fund tax obligations for the period under appeal.

Because the Petitioner is not a Responsible Party for Vacation Charters Ltd., the Board of Appeals agrees that the assessment issued against Louis DelRosso should be stricken.

Decision & Order

Accordingly, it is hereby ORDERED that Assessment Number 01522404 be stricken.

FOR THE BOARD OF APPEALS

FILIPPO GALLORO, MEMBER

CAROLYN L. HOLT, MEMBER

ANY APPEAL FROM THIS DECISION MUST BE FILED ON OR BEFORE MARCH 11, 2013 WITH THE BOARD OF FINANCE AND REVENUE, 1101 SOUTH FRONT STREET, SUITE 400, HARRISBURG, PA 17104, TELEPHONE (717) 787-2974.

ANY APPLICABLE NOTICE REFLECTING ANY CHANGES TO THE ACCOUNT PURSUANT TO THE BOARD'S DECISION AND ORDER MAY BE MAILED TO YOU BY THE APPROPRIATE BUREAU.

IF YOU REQUIRE THIS INFORMATION IN AN ALTERNATE FORMAT UNDER THE PROVISIONS OF AMERICANS WITH DISABILITIES ACT OF 1990, PLEASE CALL (717) 783-3664, OR FOR SERVICES FOR TAXPAYERS WITH SPECIAL HEARING AND SPEAKING NEEDS: 1-800-447-3020 (TT ONLY).